

BILL OF SALE

THE STATE OF TEXAS §
 §
 COUNTY OF SAN PATRICIO §

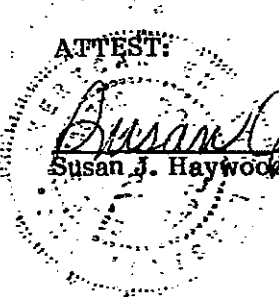
KNOW ALL MEN BY THESE PRESENTS that American Energy Leasing, Inc., a Delaware corporation, acting herein by and through its hereunto duly authorized officers, for and in consideration of Ten and 00/100 Dollars and other good and valuable consideration in hand paid by Falcon Refining Company, a Louisiana corporation, the receipt and sufficiency of which are hereby acknowledged and confessed, does hereby sell, assign, transfer, convey, set over and deliver unto Falcon Refining Company, subject to the disclaimers herein contained, all of the (i) personal property, fixtures and/or equipment described in Exhibit "A," attached hereto and made a part hereof for all purposes, and (ii) the pipes, pipelines, and valve station located on or under the land, leases, easements, rights of way and/or permits (any any land relative to said permits) also described in said Exhibit "A."

TO HAVE AND TO HOLD the above described personal property, fixtures and/or equipment hereby conveyed unto Falcon Refining Company, its successors and assigns, forever.

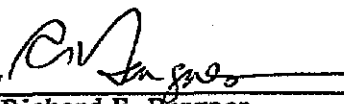
This bill of sale is given by American Energy Leasing, Inc. and accepted by Falcon Refining Company with the understanding that the above described personal property, fixtures and/or equipment, pipes, pipelines and valve station are second-hand or used, and that Falcon Refining Company accepts the same in their present condition and location "AS IS" AND "WHERE IS;" AND THAT AMERICAN ENERGY LEASING, INC. MAKES NO EXPRESS OR IMPLIED WARRANTY OF MERCHANTABILITY, FITNESS FOR ANY PURPOSE OR OTHERWISE REGARDING THE ABOVE DESCRIBED PERSONAL PROPERTY, FIXTURES AND/OR EQUIPMENT, PIPES, PIPELINES AND VALVE STATION.

EXECUTED the 30 day of November, 1985.

ATTEST:


Susan J. Haywood
 Susan J. Haywood, Secretary

AMERICAN ENERGY LEASING, INC.

By 
 Richard F. Bergner,

FILE NO. 360378

THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 30 day of November, 1985, by Richard F. Bergner, President of American Energy Leasing, Inc., a Texas corporation, on behalf of said corporation and in the capacity therein stated.



Jo Ann Means
Notary Public in And For
The State Of T E X A S

JO ANN MEANS
Notary Public, State of Texas
My Commission Expires December 31, 1986
Bonded by Lovett Agency, Lawyers Surety Corp

RECORDER'S MEMORANDUM

At the time of recording, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

FILE NO. 360378

A. A refinery located in Ingleside, Texas, on 59.258 acres of land, more or less, and consisting of the following processing units and facilities:

A complete 10,000 or 12,000 b/d atmospheric crude distillation unit, including 3 side strippers, distillate treating facilities and cooling tower

A complete 30,000 b/d atmospheric crude distillation unit, including 4 side strippers, diesel stream filter - coalescer and salt dryer and off-gas compressor and caustic treater, distillate treating facilities and cooling tower

A complete 20,000 b/d vacuum distillation unit, including cooling tower.

A complete 15,000 b/d naptha stabilizer

Boiler house 20,000 lb/hr

Firewater system, including 200 HP diesel driven firewater pump

Waste water treatment system

Tankage consisting of 31 tanks with a total capacity of approximately 1,179,250 barrels and transfer pumps

Barge loading facilities and dock, including air operated hydraulic crane, flexible hoses, meters, and air eliminators, as well as packaged boiler, together with all other allied assets

Two (2) truck loading racks, together with all facilities thereto

B. Laboratory equipment located in the metallic building adjacent to the two-story office building, at the intersection of FM 2725 and Bishop Road, San Patricio County, Texas, and consisting of the following:

Fisher Model 1200 Gas Partitioner with Omni-Scribe recorder

Princeton Gamma Tech Model 100 Chemical Analyser (Sulfur Mach.) w/Anadex Model DP-500 Printer

L-X Heating Hydrometer Cylinders (2)

Vapor Pressure Bath Unit

Fisher Model 13-449 Colorimeter, ASTM D-1500

Fisher/Tag, Ser. No. 113, Saybolt Chronometer

Precision Scientific Cat. No. 74731 Distillation Machine (4)

Fisher/Tag Model 13407 Flash Point Apparatus

Koehler Instrument Co. Smoke Point Apparatus (Jet A)

Precision Scientific Cat. No. 74700 Salt and Crude Analyser

Fisher Model 315 Thermix Stirring Hot Plate

Lab-Line Instruments Model No. 1405 Kwik-Set Lab-Chron Timer

Fisher/Tag Ser. No. 1392 Saybolt Viscosimeter, ASTM D-88

Precision Scientific Cat. No. 74944 Temp-Trol Viscosity Bath

Koehler Model No. 1C-399 LPG Corrosion Bath

Labconco Stainless Steel Glassware Washer

360378

EXHIBIT "A"
PAGE 1 OF 1

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Vacuum Distillation Apparatus w/Vacuum Pump and (2) heating elements
Koehler sample warmer, water by distillation
Depentanization Apparatus ("podbielniak")
Fisher Model No. 350 Isotemp Oven
Corning No. 125 pH Meter
Bausch & Lomb Model No. 33-46-10 Refractometer
Bausch & Lomb Model No. 33-22-01 Spectronic 21
Fisher/Tag Ser. No. 1503 Tag Closed Meter, ASTM D-56
GRA/Lab Model No. 171 Universal Timer
M-6D Aqua Still Model No. M-6D, Ser. No. CD-621
Oceanography Int'l. Ampulmatic Model No. 1360
Dayton Electric Model No. 3Z394B Speedair Compressor
Miscellaneous consumable laboratory supplies

C. All spare parts, inventory and tools presently located in or on the 59.258 acres of land described in Paragraph A. above and/or in or on the two-story office building and/or metallic building described in Paragraph B. above.

D. In addition to the processing units and facilities specifically described in Paragraph A. above, the refinery shall also include the following:

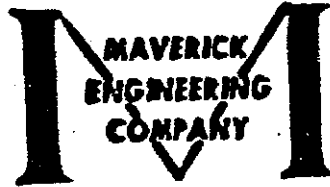
Flare system including "knock out" drum
Kerosine Clay Tower
Instrument Air Compressor with dryer
Control Building with Control Panels
Pump House with switch gear room

F.2

RECORDERS MEMORANDUM

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02 CHANCELLOR ROW
O. BOX 7747
CORPUS CHRISTI, TEXAS 78415
PHONE: (512) 854-0281
TELEX: 96-76399



CORPORATE OFFICES:
CORPUS CHRISTI, TEXAS
BRANCHES: HOUSTON, TEXAS
SAN ANTONIO, TEXAS
CORPUS CHRISTI, TEXAS

Job No. C 19,597

October 18, 1984

STATE OF TEXAS
COUNTY OF SAN PATRICIO

DESCRIPTION of a pipeline easement across a portion of Lots 1, 2 and 3, Block II, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas, described as follows:

COMMENCING at the northwest corner of said Lot 3, being on the centerline of a 40.00 foot roadway between Blocks II and III, said subdivision;

THENCE, along the common boundary between Lots 3 and 4, said Block II, S 34° 37' 00" W, 20.00 feet to the southerly right-of-way of said 40.00 foot roadway, for the POINT OF BEGINNING of this easement;

THENCE, along said southerly right-of-way, S 55° 23' 00" E, 960.00 feet to the westerly right-of-way of a 60.00 foot roadway between Blocks II and 9 of said subdivision;

THENCE, along said westerly right-of-way, S 34° 37' 00" W, 73.50 feet;

THENCE, N 55° 23' 00" W, 960.00 feet to the common boundary between said Lots 3 and 4, Block II;

THENCE, along said common boundary, N 34° 37' 00" E, 73.50 feet to the POINT OF BEGINNING.

MAVERICK ENGINEERING COMPANY

BY:

Michael Haas
Michael Haas
Registered Public Surveyor
Texas No. 2033

MH:ms



360378

154523

EXHIBIT "A"
PAGE 9 OF 1

Leases, Easements and Permits

1. Lease Agreement dated March 26, 1979, from Coast Materials, Inc., as Lessor, to Uni Pipeline Company, as Lessee, covering the following described land situated in San Patricio County, Texas:

Being located on Red Fish Bay and BEGINNING at a point in the centerline of Ocean Drive, at 80 foot roadway opposite the Southeast corner of Lot Two (2), Bay Block Eight (8), as shown by map prepared by P. L. Telford dated December 9, 1909 and recorded in the Map Records of Aransas County, Texas, in Volume 1 at pages 62-63, a certified photostatic copy of which is filed in the Deed Records of San Patricio County, Texas, in Volume 152 at page 1, said point being in the Southeasterly projection of the South line of said Lot Two (2), Bay Block Eight (8) of said subdivision;

THENCE, N. 17° 16' 57" E., 345.7 feet along the centerline of Ocean Drive to a corner;

THENCE, N. 15° 24' 14" E., 349.46 feet along said centerline of Ocean Drive to a corner;

THENCE, N. 18° 04' 37" E., 344.24 feet along said centerline of Ocean Drive to a corner;

THENCE, N. 29° 15' E., 331.45 feet along said centerline of Ocean Drive to the Northwest corner of this tract;

THENCE, S. 55° 23' E., 270.01 feet with the Southeasterly projection of the North line of Lot Three (3), Bay Block Seven (7) of said subdivision to the shore of Red Fish Bay for the Northeast corner of this tract;

THENCE, with the shore of Red Fish Bay, S. 30° 05' 42" W., 331.02 feet;

THENCE, continuing with said shoreline, S. 32° 32' 03" W., 330.02 feet;

THENCE, along said shoreline, S. 32° 17' 15" E., 59.81 feet;

THENCE, along said shoreline, S. 16° 46' 10" W., 308.88 feet to a corner of this tract;

THENCE, along said shoreline, S. 23° 50' 07" W., 340.40 feet to the Southeast corner of this tract in the Southeasterly projection of the South line of Lot Two (2), Bay Block Eight (8) of said subdivision;

RECORDER'S MEMORANDUM

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THENCE, N. 55° 23' W., 170.01 feet along said projection of the South line of said Lot Two (2) to the POINT OF BEGINNING, SAVE AND EXCEPT the East one-half (1/2) of Ocean Drive, an 80 foot roadway dedicated to the public use as such, containing 6.764 acres (including roadway), more or less, 5.505 acres, more or less, excluding one-half (1/2) roadway;

SAVE AND EXCEPT, however, the following:

Beginning at a point in the center line of Ocean Drive where the center line of Sunray Road, a forty (40') foot county road, crosses said center line of Ocean Drive as shown by Burton and Danforth Subdivision map recorded in Vol. 1 at pages 52-53 of the map records of Aransas County, Texas, a certified photostatic copy of which is recorded in the Deed Records of San Patricio County, Texas, in Vol. 152, at page 1,

THENCE N. 18 deg. 4 min. 37 sec. East, 156.47 ft. along the center line of said Ocean Drive, an 80-foot roadway to the Northwest corner of this tract;

THENCE S. 55 deg. 25 min. East 218.55 feet to the shoreline of Redfish Bay for the Northeast corner of this tract;

THENCE S. 32 deg. 32 min. 3 sec. West, 150.1 feet with the shoreline of Redfish Bay;

THENCE S. 23 deg. 17 min. 15 sec. East, 59.47 feet along the shoreline;

THENCE S. 16 deg. 46 min. 10 sec. West, 301.58 feet along the shoreline;

THENCE S. 23 deg. 50 min. 7 sec. West, 340.40 feet along the shore to the Southeast corner of this tract;

THENCE N. 55 deg. 23 min. West, 170.17 feet to the Southwest corner in the center line of Ocean Drive;

THENCE N. 17 deg. 16 sec. 57 min. East, 345.70 feet with the center line of Ocean Drive to a corner;

THENCE N. 15 deg. 24 min. 16 sec. East, 349.46 feet along the center line of Ocean Drive to the point of beginning, containing 3.74 acres, save and except the East one-half (1/2) of Ocean Drive embraced within the above acres and bounds.

2. Pipeline Easement Dated March 23, 1978, from Hugh C. Jackson to Uni Pipe Line Inc., covering a portion of Lot 4, Block B-B and Lots 3 and 4, Block A-A of the Burton and Danforth Subdivision, San Patricio County, Texas.

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3. Pipeline Easement dated March 27, 1978, from Dorothy Calhings L. Uni Pipe Line, Inc., covering a portion of Lots 2, 2 and 3, Block "B" and Lot 3, Block "C" of the Burton and Danforth Subdivision, San Patricio County, Texas.

4. Pipeline Easement dated March 20, 1978, from Florence S. Duphorne to Uni Pipe Line, Inc., covering a portion of Lots 2 and 3, Block A-A of the Burton and Danforth Subdivision, San Patricio County, Texas.

5. Pipeline Resolution of the Commissioner's Court of San Patricio County, Texas dated April 20, 1978, authorizing Uni Oil, Inc. to lay, construct, maintain and operate pipelines under, through, across and along certain public roads and highways.

6. Permit No. 1191 dated January 19, 1978, issued by the State Department of Highways and Public Transportation of the State of Texas to Uni-Oil, pertaining to a pipeline across State Highway No. 361, San Patricio County, Texas.

7. Permit No. 1216 dated February 15, 1978, issued by the State Department of Highways and Public Transportation of the State of Texas to Uni Pipe Line, Inc., pertaining to a pipeline across F.M. No. 2725.

8. Perpetual 20' easement reserved in General Warranty Deed, dated May 8, 1984, from American Energy Leasing, Inc. ("Grantor") to A.C. Garrett, et al ("Grantees").

9. Perpetual 15' easement reserved in Warranty Deed, dated July 2, 1984, from American Energy Leasing, Inc. ("Grantor") to Central Power and Light Company ("Grantee").

10. Pipeline and valve station easement reserved in General Warranty Deed (With Vendor's Lien), dated March 30, 1984, from American Energy Leasing, Inc. ("Grantor") to J.D. Construction & Refinery Maintenance, Inc. ("Grantee").

11. Resolution of the City of Aransas Pass, Texas, dated November 7, 1977, granting H & J Marine, Inc., its successors and assigns, the right to lay, construct, maintain and operate a pipeline under, through, across and along public roads and highways under the jurisdiction of the City of Aransas Pass, Texas; and Resolution of the Commissioners' Court of San Patricio County, Texas, dated November 14, 1977, granting to H & J Marine, Inc., its successors and assigns, the right to lay, construct, maintain, and operate a pipeline under, through, across and along public roads and highways under the jurisdiction of the County of San Patricio, Texas; which right of way grants and rights relating thereto were assigned by Assignment Of Right-Of-Way, dated January 23, 1978, from H & J Marine, Inc. to Uni Oil, Inc., and which right of way grants and rights relating thereto were assigned to Poda by Assignment of Rights of Way and Permit, dated January 31, 1983, and filed for record in the Official Public Records of Real Property of San Patricio County, Texas, under San Patricio County Clerk's File #315281, to which Resolutions and the assignments thereof reference is hereby made for all purposes;

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EXHIBIT "A"
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EXHIBIT "A"
PAGE 1 OF 1

154527

CHARGE & RETURN TO:
STEWART TITLE OF SAN PATRICIO COUNTY, INC.
P.O. BOX 1001
ARANSAS PASS, TEXAS 73336

FILE NO. 360378 COMPARED

BILL OF SALE

AMERICAN ENERGY LEASING, INC.

TO

FALCON REFINING COMPANY

FILED FOR RECORD

at 1:30 o'clock P. M.

MAY 29 1987

DOTTIE MALEY
CLERK COUNTY COURT SAN PATRICIO CO., TEX.
By D. Drachenberg Deputy

D. DRACHENBERG

CHARGE & RETURN TO:
STEWART TITLE OF SAN PATRICIO COUNTY, INC.
P.O. BOX 1001
ARANSAS PASS, TEXAS 73336

12. Permit Number 1787, dated April 19, 1979, issued by the State Department of Highways And Public Transportation of the State of Texas to Uni Pipeline, Inc., pertaining to a pipeline through and under FM 1069 and FM 2725, San Patricio County, Texas, which Permit and the rights relating thereto were assigned to Poda by Assignment of Rights of Way and Permit, dated January 31, 1983, above described, to which Permit and the assignment thereof reference is hereby made for all purposes.

RECORDED MEMORANDUM
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THE STATE OF TEXAS
COUNTY OF SAN PATRICIO
INHERBY CERTIFY
THAT THIS INSTRUMENT WAS FILED ON THE DATE AND
TIME STAMPED HEREON BY ME AND WAS DULY RECORDED.
ON THE 29 DAY OF May 1987, FILE NO.
360378 OF THE REAL PROPERTY RECORDS
OF SAN PATRICIO COUNTY, TEXAS.
DOTTIE MALEY
COUNTY CLERK
SAN PATRICIO
COUNTY, TEXAS
BY D. Drachenberg
DEPUTY
D. DRACHENBERG